

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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KRAFT FOODS GLOBAL, INC.,	:	
	:	
Plaintiff,	:	
	:	INDEX NO. 10 CIV 09085 (CS)
-against-	:	
	:	
STARBUCKS CORPORATION,	:	
	:	
Defendant.	:	
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DECLARATION OF WILLIAM P. QUINN, ESQUIRE

I, William P. Quinn, declare upon personal knowledge and penalty of perjury, pursuant to 29 U.S.C. § 1746, that the following is true and correct:

1. I am an attorney for Morgan, Lewis & Bockius LLP, counsel for Kraft Foods Global, Inc. ("Kraft") in the above captioned case, and I have personal knowledge of the matters stated herein. I make this Declaration in support of Kraft's Motion for Preliminary Injunction.
2. Attached as Exhibit 1 is a true and correct copy of the November 30, 1998 Amended and Restated Purchase, Supply and Royalty Agreement by and between Starbucks Corporation and Kraft Foods Inc.
3. Attached as Exhibit 2 is a true and correct copy of the March 29, 2004 Supply and License Agreement by and between Starbucks Corporation and Kraft Foods Global, Inc.
4. Attached as Exhibit 3 hereto is a true and correct copy of the August 9, 2006 Tassimo Supply and License Agreement by and between Starbucks Corporation and Kraft Foods Global, Inc.

5. Attached as Exhibit 4 hereto is a true and correct copy of the July 27, 2007 Starbucks Tassimo Supply and License Agreement by and between Starbucks Corporation and Kraft Foods Global, Inc.
6. Attached as Exhibit 5 hereto is a true and correct copy of the September 28, 2006 International Supply and License Agreement by and between Starbucks Corporation and Kraft Foods Global, Inc.
7. Attached as Exhibit 6 is a true and correct copy of a May 22, 2007 Letter co-signed by Wendy Piñero DePencier of Starbucks and John LeBoutillier of Kraft.
8. Attached as Exhibit 7 hereto is a true and correct copy of a June 11, 2008 letter co-signed by Wendy Piñero DePencier of Starbucks and Lorraine Hansen of Kraft.
9. Attached as Exhibit 8 hereto is a true and correct copy of an October 5, 2010 Letter from Aaron M. Panner, Esquire, counsel for Starbucks Corporation ("Starbucks"), to Deanie Elsner of Kraft.
10. Attached as Exhibit 9 hereto is a true and correct copy of a November 4, 2010 Letter that I sent to Aaron M. Panner, Esquire.
11. Attached as Exhibit 10 hereto is a true and correct copy of a November 5, 2010 Letter from Aaron M. Panner, Esquire to Deanie Elsner.
12. Attached as Exhibit 11 hereto is a true and correct copy of a November 8, 2010 Letter that I sent to Aaron M. Panner, Esquire.
13. Attached as Exhibit 12 hereto is a true and correct copy of a November 9, 2010 Letter that I sent to Aaron M. Panner, Esquire.
14. Attached as Exhibit 13 hereto is a true and correct copy of a November 10, 2010 Letter from Jeff Hansberry to Deanie Elsner.

15. Attached as Exhibit 14 hereto is a true and correct copy of a November 12, 2010 Letter from Aaron M. Panner, Esquire to me.

16. Attached as Exhibit 15 hereto is a true and correct copy of a November 15, 2010 Letter that I sent to Aaron M. Panner, Esquire.

17. Attached as Exhibit 16 hereto is a true and correct copy of a November 16, 2010 Letter from Aaron M. Panner, Esquire to me.

18. Attached as Exhibit 17 is a true and correct copy of a November 19, 2010 Letter relating to the Supply Agreement that I sent to Aaron M. Panner, Esquire.

19. Attached as Exhibit 18 is a true and correct copy of a November 19, 2010 Letter relating to the Tassimo Agreements that I sent to Aaron M. Panner, Esquire.

20. Attached as Exhibit 19 hereto is a true and correct copy of a November 29, 2010 Letter that I sent to Aaron M. Panner, Esquire enclosing the Demand for Arbitration filed that day.

21. On November 20, 2010, it was reported that in an interview in Kunming, China, Howard Schultz, Starbucks' CEO, stated that Starbucks "is looking to expand its presence in the U.S. consumer packaged goods arena and will sell single-service coffee machines and instant coffee pods to accompany them." (Attached as Exhibit 20 is a true and correct copy of a November 12, 2010 Dow Jones Newswire.) A follow-up press release issued by Starbucks' failed to clarify or specifically refuted these purported statements. (Attached as Exhibit 21 is a true and correct copy of a Statement from Starbucks issued on November 12, 2010.)

22. Attached as Exhibit 22 hereto is a true and correct copy of a November 15, 2010 Letter from Deanie Elsner at Kraft to Jeff Hansberry at Starbucks.

23. Attached as Exhibit 23 hereto is a true and correct copy of an email chain dated December 20, 2010 regarding Publix cancellation of Starbucks T-Discs.

Pursuant to 28 U.S.C. § 1746(2), I declare under penalty of perjury that the foregoing is
true and correct.

Executed on December 13, 2010.

By: _____

William P. Quinn